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RECORDATION NO. 5565-0 FILED  
AUG 20 '04 1-30 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: NYC - C100

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 5565-L.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Senior Lessor/ Assignee:	Residual Based Finance Corporation]

Mr. Vernon A. Williams  
August 17, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

139 railcars bearing CR and NYC reporting marks and road numbers set forth on Schedule B to the Memorandum.

A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 5565-0 FILED

AUG 20 '04 1-30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-C100, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")  
1000 Howard Boulevard, Fourth Floor  
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "**Company**")  
500 Water Street  
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "**Railroad**")  
500 Water Street  
Jacksonville, Florida 32202.

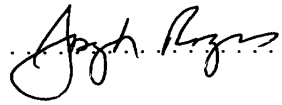
Conrail is acquiring certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreement was recorded with the Surface Transportation Board and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:


1. The Sublease of Railroad Equipment NYC-C100 between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-C100 by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-C100 by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused  
this memorandum to be duly executed by their respective officers  
thereunto duly authorized:

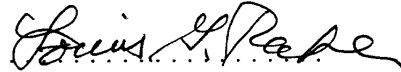
CONSOLIDATED RAIL CORPORATION

by  .....

NYC NEWCO, INC

by  .....

CSX TRANSPORTATION, INC.

by  .....

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12<sup>th</sup> day of April, 2004, before me personally appeared David G. Reiner, to me personally known, who, by me being duly sworn, says that he is CEO & President of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

SYLVIA MARQUEZ  
NOTARY PUBLIC, State of New York  
No. 01MA4972068  
Qualified in New York County  
Commission Expires Sept. 17, 2006

.....  
Notary Public

My commission expires

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12<sup>th</sup> day of April, 2004, before me personally appeared David G. Reiner, to me personally known, who, by me being duly sworn, says that he is CEO & President of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

SYLVIA MARQUEZ  
NOTARY PUBLIC, State of New York  
No. 01MA4972068  
Qualified in New York County  
Commission Expires Sept. 17, 2006  
My commission expires

.....  
Notary Public

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12<sup>th</sup> day of April, 2004, before me personally appeared David G. Reiner, to me personally known, who, by me being duly sworn, says that he is CEO & President of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires

SYLVIA MARQUEZ  
NOTARY PUBLIC, State of New York  
No. 01MA4972068  
Qualified in New York County  
Commission Expires Sept. 17, 2006

SCHEDULE A  
SENIOR TRANSACTION C100

**Senior Lease:**

Conditional Sale Agreement dated as of February 25, 2000, and supplements thereto, as amended, between Consolidated Rail Corporation and Residual Based Finance Corporation.

Recorded with the Surface Transportation Board on December 10, 2003, and assigned recordation number 5565-L.

**Senior Lessor:**

Residual Based Finance Corporation

## Schedule "B" Equipment

C100(NYC)

COUNT	CarInt	CarNum	COUNT	CarInt	CarNum	COUNT	CarInt	CarNum		
Group A			Group B			Group C				
100 TON GONDOLAS			100 TON GONDOLAS			100 FLAT CARS				
1	NYC	584705	4	CR	609024	32	NYC	627665		
2	CR	584711	5	CR	609026	33	NYC	627670		
3	NYC	584714	6	CR	609030	34	NYC	627671		
4	NYC	584716	7	CR	609032	35	NYC	627676		
5	CR	584720	8	NYC	609033	36	NYC	627678		
6	CR	584721	9	NYC	609048	37	NYC	627679		
7	CR	584722	10	DH	014572	38	NYC	627680		
8	CR	584727	11	DH	014581	39	NYC	627682		
9	CR	584731	11 100 TON GONDOLAS			40	NYC	627684		
10	CR	584732	COUNT	CarInt	CarNum	41	NYC	627687		
11	CR	584733				42	NYC	627688		
12	CR	584738	Group C			43	NYC	627689		
13	CR	584739	100 FLAT CARS			44	NYC	627690		
14	NYC	584740	1	NYC	627600	45	NYC	627692		
15	CR	584745	2	NYC	627601	46	NYC	627693		
16	CR	584749	3	CR	627606	47	NYC	627694		
17	CR	584750	4	NYC	627608	48	NYC	627704		
18	CR	584751	5	NYC	627609	49	NYC	627705		
19	CR	584756	6	NYC	627610	50	NYC	627706		
20	CR	584761	7	NYC	627612	51	NYC	627711		
21	CR	584763	8	NYC	627613	52	NYC	627719		
22	CR	584764	9	NYC	627617	53	NYC	627720		
23	CR	584765	10	NYC	627618	54	NYC	627721		
24	CR	584766	11	NYC	627620	55	NYC	627725		
25	CR	584771	12	NYC	627621	55 100 FLAT CARS				
26	CR	584774	13	NYC	627622	COUNT	CarInt	CarNum		
27	CR	584775	14	NYC	627623					
28	CR	584781	15	CR	627624	Group D				
29	CR	584782	16	NYC	627628	100 TON BOX CARS				
30	NYC	608405	17	NYC	627630	1	NYC	241007		
31	NYC	608422	18	NYC	627631	2	NYC	241010		
32	CR	608432	19	NYC	627633	3	NYC	241023		
33	DH	014543	20	NYC	627634	4	NYC	241024		
34	DH	014567	21	NYC	627637	5	NYC	241032		
34 100 TON GONDOLAS			22	NYC	627641	6	NYC	241034		
COUNT	CarInt	CarNum	23	NYC	627645	7	NYC	241045		
			24	NYC	627647	8	NYC	241047		
Group B			25	NYC	627649	9	NYC	241059		
100 TON GONDOLAS			26	NYC	627650	10	NYC	241061		
1	NYC	564695	27	NYC	627654	11	NYC	241066		
2	NYC	609004	28	NYC	627655	12	NYC	241067		
3	CR	609007	29	NYC	627659	13	NYC	243880		
COUNT	CarInt	CarNum	30	NYC	627660	14	NYC	295625		
			31	NYC	627663	15	NYC	295630		
Group D										

100 TON BOX CARS

16	NYC	295634
17	NYC	295638
18	NYC	295640
19	NYC	295645
20	NYC	295651
21	NYC	295653
22	NYC	295654
23	NYC	295656
24	NYC	295657
25	NYC	295659
26	NYC	295665
27	NYC	295667
28	NYC	295686
29	NYC	295689
30	NYC	295690
31	NYC	295693
32	NYC	295700
33	NYC	295706
34	NYC	295712
35	NYC	295714
36	NYC	295721
37	NYC	295726
38	NYC	295728
39	NYC	296601

39 100 TON BOX CARS